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Gary L. Phillips
Director of Legal Affairs
Washington Office

August 1, 1997

DOCKET FILE COPY ORIGINAL

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, NW
Room 222
Washington, DC 20554

RECEIVED

AUG - 1 1997

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

RE: Application by Ameritech Michigan for Provision of In-Region, InterLATA Services in Michigan,
CC Docket No. 97-137

Dear Mr. Caton:

Pursuant to the request of FCC staff, Ameritech submits the attached information for inclusion in the record of the above referenced docket.

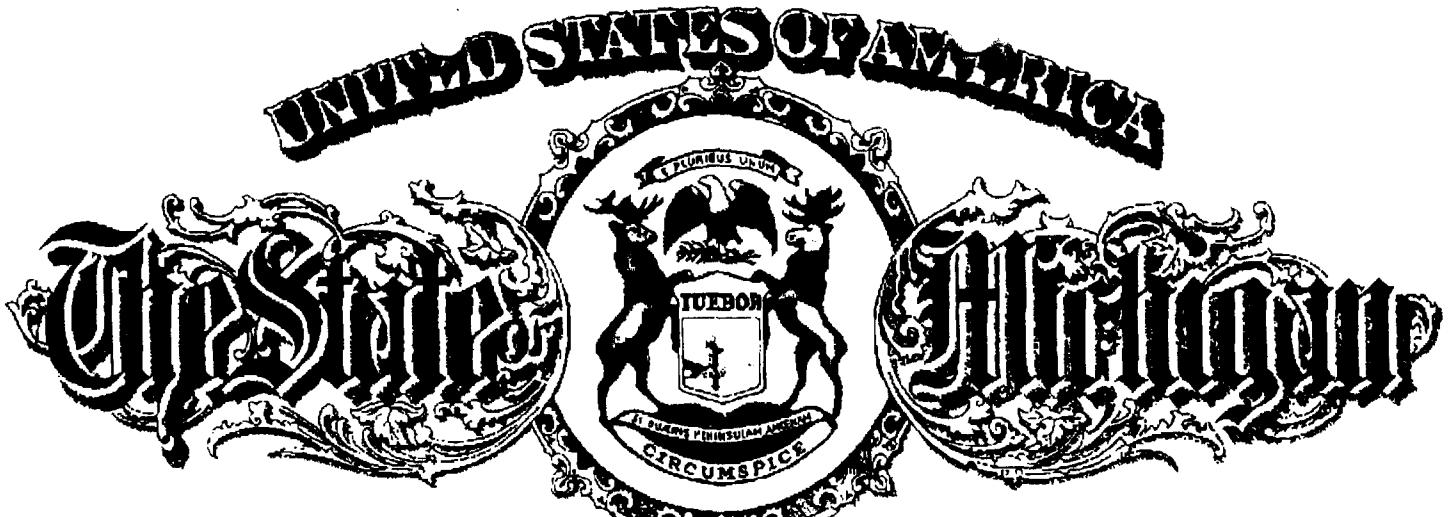
Sincerely,

Gary J. Pheilin

Attachment
cc: M. Waksman

No. of Copies req'd. 0+4
List ABCDE





Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record
on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 29th day
of July, 1997.*

Craig S. Newell

, Acting Director

Corporation, Securities and Land Development Bureau

ARTICLES OF ASSOCIATION
of the
"MICHIGAN STATE TELEPHONE COMPANY."

(1)

These Articles of Association are entered into
for the purpose of organizing a corporation under Chapter
107 of the Compiled Laws of the State of Michigan (1897) en-
titled "An Act for the organization of telephone and messen-
ger corporations; and any and all amendments thereto.

(2)

The name of the corporation to be organized is
"Michigan State Telephone Company."

(3)

The place where the principal business in this state
is to be located is the city of Detroit.

(4)

The term of existence of said corporation is to
be thirty years.

(5)

The amount of Capital Stock of said corporation is
Twenty-five thousand (\$25,000) dollars. The same is to be
divided into two hundred and fifty (250) shares of the
par value of One hundred dollars (\$100) each. The amount of
Capital Stock subscribed at the time of the execution of
these Articles of Association is Twenty-five thousand (\$25,000)
dollars and the amount paid thereon is Twenty-five thousand
(\$25,000) dollars.

of the above mentioned Capital Stock, one hundred shares, amounting to ten thousand dollars, par value, shall be Preferred Stock and one hundred fifty shares, amounting to fifteen thousand dollars, par value, shall be Common Stock, from time to time the Preferred Stock and Common Stock may each or both be increased according to law as now or hereafter enacted and issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law as now or hereafter enacted. Each share of said Capital Stock, whether Preferred or Common, shall have equal voting power.

The holders of the Preferred Stock shall be entitled to receive when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of six per centum (6%) per annum, and no more, on the par value of such Preferred Stock, payable quarterly and on such dates as may from time to time be fixed and designated in the by-laws of the corporation or any amendments thereto or by the Board of Directors. The dividends on the Preferred Stock shall be cumulative and shall be payable before any dividends on the Common Stock shall be paid or set apart; so that if in any year dividends amounting to six per cent. in the aggregate shall not have been paid on such Preferred Stock, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common Stock.

Whenever all cumulative dividends on the Preferred Stock for all previous years shall have been declared and shall have become payable and the accrued quarterly installment for the current year shall have been declared and the Company shall have paid such cumulative dividends for previous years and such accrued quarterly installment, or shall have set apart from its surplus or net profits a sum sufficient

- 3- for the payment thereof, the Board of Directors may declare dividends on the Common Stock payable then or thereafter, out of any retaining surplus or net profits.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, or of a sale of its assets as an entity, the holders of the Preferred Stock shall be entitled to be paid in full, both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the Common Stock; and after the payment to the holders of the Preferred Stock of the par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the Common Stock, according to their respective shares and interests.

The Preferred Stock of the company at any time outstanding shall be subject to and may be redeemed and retired on the first day of February of any year upon payment to the holders of the same of the sum of one hundred dollars for each share thereof, together with all accrued and accumulated dividends ; retaining or delaying thereto. Such redemption and retirement may be effected as follows: (1) The Board of Directors, not less than forty days prior to the ensuing first day of February, shall pass a resolution declaring the intention of the company to redeem and retire said Preferred Stock, fixing the place at which the sum or sums to which the holders thereof shall be entitled to receive, will be payable on surrender of the certificates for said Preferred Stock assigned or transferred as in said resolution may be provided; (2) the Secretary shall thereupon give notice of said redemption and retirement by publishing the substance of said resolution in a daily newspaper of general circulation in each of the cities of Detroit, Boston, and New York.

A- for at least four times, the last of which publications shall be not more than five days prior to the date fixed for such redemption and retirement; (3) The Board of Directors shall, on or before the date for said redemption and retirement mentioned and fixed in such resolution and advertisement, deposit the amount necessary to effect the same as aforesaid, in the bank or trust company mentioned and fixed in such resolution and advertisement, with directions to pay and disburse the same to the respective holders of the certificates of said Preferred stock on presentation and surrender thereof, assigned or indorsed as above provided for; and (4) Thereupon each and every share of said Preferred Stock shall be deemed to have been and shall stand redeemed and retired for all purposes whatsoever and the holders thereof shall not have or be entitled to any further rights in the property or earnings of the company or to vote as stockholders thereof.

(6)

The affairs of the corporation shall be managed by a Board of five Directors, which number may be increased from time to time as provided in the by-laws of the corporation.

(7)

The following named persons shall act as the first directors of said corporation -

William A. Jackson,
John F. Shaw,
James H. Cullen,
Earl F. Drake, and
Elliott G. Stevenson.

5-

In witness whereof, we, the above named corporators,
have subscribed our names certifying our residence and the
number of shares subscribed by each.

<u>Name.</u>	<u>Residence</u>	<u>Shares.</u>
William A. Jackson	Canton Ill	20 shares Preferred
William A. Jackson	Canton Ill	20 shares Common
John T. Shaw	Detroit	20 shares Preferred
John T. Shaw	Detroit	20 shares Common
James H. Cullen	Detroit Mich	20 shares Preferred
James H. Cullen	Detroit Mich	20 shares Common
Earl F. Drake	Detroit Mich	20 shares Preferred
Earl F. Drake	Detroit Mich	20 shares Common
Elliott G. Stevens	Detroit Mich	20 shares Preferred
Elliott G. Stevens	Detroit Mich	20 shares Common

State of Michigan,
County of Wayne.

On this 26th day of January, 1904, personally appeared before me a Notary Public in and for the County of Wayne, William A. Jackson, John T. Shaw, James H. Cullen, Earl F. Drake, and Elliott G. Stevenson, who severally acknowledged that they executed the foregoing Articles of Association for the purposes aforescribed in said Articles.

Nicholas J. Flennigan

Notary Public,

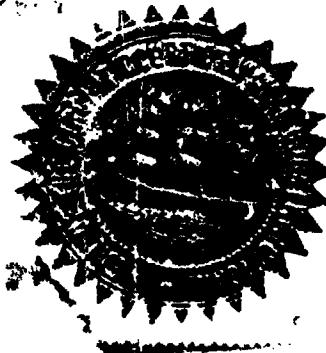
FAYETTE COUNTY, MICHIGAN.
MY COMMISSION EXPIRED
MARCH 12TH 1907.

No. 371

STATE OF MICHIGAN.

COUNTY OF WAYNE.

5A



CERTIFIED COPY - "LAW."

I, WILLIAM H. McCREOOR, Clerk of Wayne County, and Clerk of the Circuit Court for SS. the County of Wayne, do hereby certify, that the above and the foregoing is a true and correct copy of:

*Articles of Association of the
Michigan State Telephone Company*

entered in the above-mentioned County Clerk's office, as appears of record in my office. That I have compared the same with the original, and it is a true transcript therefrom, and of the whole thereof.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court and County, at Detroit, this 26th day of January A. D. 1904

Wm. H. McCreoer, Clerk.

Rec'd. 8. 20th

By John W. Fisher, Deputy Clerk.

116
Circular of Convocation
of the
Michigan State
Democratic Party

January 26, 1904

A. G. Price

7-

AMENDED ARTICLES OF ASSOCIATION
of the
MICHIGAN STATE TELEPHONE COMPANY.

(1) These Amended Articles of Association are entered into for the purpose of organizing a corporation under Chapter 187 of the Compiled Laws of the State of Michigan (1897) entitled "An Act for the organization of telephone and messenger services companies" and any and all amendments thereto.

(2) The name of the corporation to be organized is "Michigan State Telephone Company."

(3) The place where the principal business in this state is to be located is the City of Detroit.

(4) The term of existence of said corporation is thirty years.

(5) A count of the Capital Stock of said corporation is Ten Million Dollars (\$10,000,000). The same is to be divided into one hundred thousand (100,000) shares of the par value of One hundred Dollars (100.00) each. The amount of capital stock subscribed at the time of the execution of these Amended Articles of Association is Twenty-five thousand Dollars (\$25,000) and the amount paid thereon is Twenty-five thousand (\$25,000) dollars, such subscription to the Capital Stock and amount paid thereon being the original subscription and payment referred to in the Articles of Association of this corporation annexed hereby.

Of the above mentioned capital stock forty thousand shares amounting to Four Million dollars, par value, shall be Preferred Stock and Sixty thousand shares amounting to

8-

Six Million Dollars, par value, shall be Common Stock. From time to time the Preferred Stock and Common Stock may each or both be increased according to law as now or hereafter enacted and issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law as now or hereafter enacted. Such share of said capital stock, whether Preferred or Common, shall have equal voting power.

The holders of the Preferred Stock shall be entitled to receive when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of six per centum (6%) per annum, and no more, on the par value of such Preferred Stock, payable quarterly and on such dates as may from time to time be fixed and designated in the by-laws of the corporation or any amendments thereto or by the Board of Directors. The dividends on the Preferred Stock shall be cumulative and shall be payable before any dividends on the Common Stock shall be paid or set apart; so that if in any year dividends amounting to six per cent. in the aggregate shall not have been paid on such preferred stock, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common Stock.

Whenever all cumulative dividends on the Preferred Stock for all previous years shall have been declared and shall have become payable and the accrued quarterly installment for the current year shall have been declared and the company shall have paid such cumulative dividends for previous years and such accrued quarterly installment, or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the Common Stock payable then or there-

-2-

9. after, out of any remaining surplus or net profits.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, or of a sale of its assets as an entirety, the holders of the Preferred Stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the Common Stock; and after the payment to the holders of the preferred stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock according to their respective shares and interests.

The Preferred Stock of the Company at any time outstanding shall be subject to and may be redeemed and retired on the first day of February of any year upon payment to the holders of the same of the sum of one hundred dollars for each share thereof, together with all accrued and accumulated dividends pertaining or belonging thereto. Such redemption and retirement may be effected as follows: (1) The Board of Directors, not less than forty days prior to the ensuing first day of February, shall pass a resolution declaring the intention of the company to redeem and retire said Preferred Stock, fixing the place at which the sum or sums to which the holders thereof shall be entitled to receive, will be payable on surrender of the certificates for said preferred stock as assigned or endorsed as in said resolution may be provided; (2) The Secretary shall thereupon give notice of said redemption and retirement by publishing the substance of said resolution in a daily newspaper of general circulation in each of the cities of Detroit, Boston and New York for at

(D) least four times, the last of which publications shall be not more than five days prior to the date fixed for such redemption and retirement; (3) the Board of Directors shall, on or before the date for said redemption and retirement mentioned and fixed in such resolution and advertisement, deposit the amount necessary to effect the same as aforesaid, in the bank or trust company mentioned and fixed in such resolution and advertisement, with directions to pay and distribute the same to the respective holders of the certificates of said preferred stock on presentation and surrender thereof assigned or indorsed as above provided for; and (4) Thereupon each and every share of said preferred stock shall be deemed to have been and shall stand redeemed and retired for all purposes whatsoever and the holders thereof shall not have or be entitled to any further rights in the property or earnings of the company or to vote as stockholders thereof.

(E) The affairs of the corporation shall be managed by a Board of five Directors which number may be increased from time to time as provided in the by-laws of the corporation.

(F) The following named persons shall act as the first Directors of said corporation.

William A. Jackson,

John F. Shaw,

James H. Cullen,

Earl F. Drake,

Elliott O. Stevenson.

(8) There shall be an executive committee of not less than three members which shall be chosen by the Board of Directors from among their own number and shall generally perform such duties and exercise such powers as may be directed and conferred on them by the Board of Directors from time to time and subject to such direction they shall have authority to exercise all the powers of the Board of Directors.

(9) The corporation shall purchase all the property, rights, privileges and franchises formerly owned and operated by the Michigan Telephone Company, a corporation of the State of Michigan, which were sold to Norman F. Harris by Walter S. Narsha, Special Master, under a decree of foreclosure and sale made and entered by the Circuit Court of the United States for the Eastern District of Michigan, on the 15th day of July, 1909, in the suit between the Old Colony Trust Company, Trustee, and the Michigan Telephone Company upon such terms and for such consideration as shall be fixed by the Board of Directors. And it is expressly understood and agreed that every present and future stockholder, officer and member of the corporation shall and does assent to the foregoing purchase and consideration and to the terms, conditions and circumstances on and under which the said property shall be acquired by this corporation as aforesaid.

IN WITNESS WHEREOF these Amended Articles of Association are executed by said corporation under its corporate seal this 15th day of July, 1909.

porates seal and by all of the stockholders of such corporation under their seals.

MICHIGAN STATE TELEPHONE COMPANY,

By William A. Jackson, President.

Signed James H. Cullen, Secretary.

William A. Jackson (L.S.)

John T. Shaw (L.S.)

James H. Cullen (L.S.)

Carl F. Drake (L.S.)

Elliott C. Stevenson (L.S.)

State of Michigan,
County of Wayne.

On this 20th day of January, 1904, personally appeared before me a Notary Public in and for the County of Wayne, William A. Jackson, John T. Shaw, James H. Cullen, Carl F. Drake, and Elliott C. Stevenson, who severally acknowledged that they executed the foregoing Amended Articles of Association for the purposes described in said Amended Articles.

Signed James H. Cullen, Notary Public,

Wayne County, Mich.

My Commission Oct. 29/1905

A. True Copy
Frank E. Brundell
Deputy Clerk

FILED

JAN. 30. 1904.

No. 396

CERTIFIED COPY--"LAW."

STATE OF MICHIGAN
COUNTY OF WAYNE.

I, WILLIAM H. McCOREGOR, Clerk of Wayne County, and Clerk of the Circuit Court for
the County of Wayne, do hereby certify, that the above and the foregoing is a true and
correct copy of

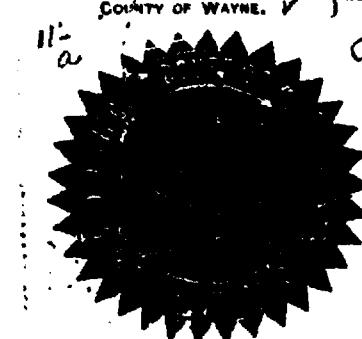
Amended Articles of Association

I have compared the same with the original, and it is a true transcript therefrom, and of the
whole thereof.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court
and County, at Detroit, this 30th day of January A.D. 1908

Wm H. McGregor, Clerk.
by John Fisher, Deputy Clerk.

Feb. 8, 1908



Michigan St
Michigan City

Glenn Phaneuf

January 30, 1904

MICHIGAN STATE TELEPHONE COMPANY
INCREASE IN THE VALUE OF CAPITAL STOCK

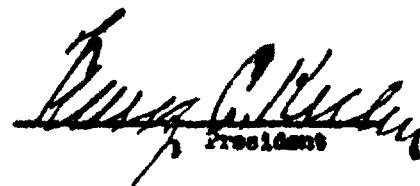
I, the undersigned, being President and Secretary of the Michigan State Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at the annual meeting of the stockholders of said corporation, held at the office of the Company on the fifteenth day of March, 1923, (the call for which gave notice of considering and voting upon the matters hereinabove set forth), it was resolved by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to Twenty-Five Million Dollars (\$25,000,000) to consist of Two Hundred and Fifty Thousand (250,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each and that Article 3 of the Articles of Association of the Company, as amended, be amended so as to read as follows:

ARTICLE 3

The amount of the capital stock of said corporation is Twenty-Five Million Dollars (\$25,000,000). The same is to be divided into Two Hundred Fifty Thousand (250,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each. The amount of capital stock subscribed at the time of the execution of these amended articles of association is Twenty-Five Million Dollars (\$25,000,000) and the amount paid in thereon is Twenty Five Million Dollars (\$25,000,000).

IN WITNESS WHEREOF we hereunto set our names this fifteenth day of March 1923.


George C. Kester
President


Marvin
Secretary

FILED APR. 7-1923.

RECEIVED

APR 7 - 1923

DEPARTMENT OF STATE

Filed April 7, 1923

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ASSOCIATION
OF THE
MICHIGAN STATE TELEPHONE COMPANY.

P.O. Address 1365 Cass Ave Detroit

We, the undersigned, being the President and the Secretary of the Michigan State Telephone Company, a corporation existing under the provisions of Act No.129 of the Public Acts of 1883, as amended, do hereby certify:

That at a meeting of the stockholders of said corporation expressly called for the purpose of amending its Articles of Association and held at the office of said Company on the 20th day of September, A.D. 1923, it was Resolved, by a vote of more than two-thirds of the capital stock of said corporation, that Article No.2 of the Articles of Association of the Company as amended be and the same was amended so as to read as follows,
viz:

ARTICLE 2.

The name of this corporation on and after January 1, 1924, shall be MICHIGAN BELL TELEPHONE COMPANY.

: IN WITNESS WHEREOF, we hereunto sign our names this
20th day of September A.D. 1923.

Frank C. Kuhl
Frank P. Miller
President.

FILED Sept. 21. 1923.

Derriman
Secretary.
S. J. S.

Michigan Telephone Co.
(Formerly Michigan Bell Tel. Co.)

100-20102

DEPARTMENT OF STATE

FILED



MICHIGAN BELL TELEPHONE COMPANY
CERTIFICATE OF INCREASE OF CAPITAL STOCK

17-

We, the undersigned, being President and Secretary of the Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at the annual meeting of the stockholders of said corporation, held at the office of the Company on the thirteenth day of March, 1924, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to Thirty-Five Million Dollars (\$35,000,000) to consist of Three Hundred and Fifty Thousand (350,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each and that Article 5 of the Articles of Association of the Company, as amended, be amended so as to read as follows:

ARTICLE 5

The amount of the capital stock of said corporation is Thirty-Five Million Dollars (\$35,000,000). The same is to be divided into Three Hundred Fifty Thousand (350,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each. The amount of capital stock subscribed at the time of the execution of these amended Articles of Association is Thirty-Five Million Dollars (\$35,000,000) and the amount paid in thereon is Thirty-Five Million Dollars (\$35,000,000).

IN WITNESS WHEREOF we hereunto set our names this thirteenth day of March 1924.

E. H. Kelly

Henry C. Kelly
President

W. J. Tracy
Merriman
Secretary

FILED March 25-1924.

FILED

Mar 25 1974
Charles H. Johnson
CITY OF ST. PAUL

MICHIGAN BELL TELEPHONE COMPANY
CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned, being President and Secretary of Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at a Special Meeting of the Stockholders of said corporation, held at the office of the Company on the nineteenth day of December, 1924, on waiver of notice signed by every Stock holder, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to Fifty Million Dollars (\$50,000,000) to consist of Five Hundred Thousand (500,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each, and that Article 5 of the Articles of Association of the Company, as amended, be amended to read as follows:

ARTICLE 5.

The amount of the capital stock of said corporation is Fifty Million Dollars (\$50,000,000). The same is to be divided into Five Hundred Thousand (500,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each. The amount of capital stock subscribed at the time of the execution of these amended Articles of Association is Fifty Million Dollars (\$50,000,000) and the amount paid in thereon is Fifty Million Dollars (\$50,000,000).

IN WITNESS WHEREOF we hereunto set our names this nineteenth day of December 1924.

Henry C. Miller
President
George C. Kubin

M. J. Mignen
Secretary

Filed Dec. 31-1924

RECEIVED

DEPARTMENT OF STATE

FILED December 31, 1924